

ACF Industries, Incorporated
750 Third Avenue
New York, New York 10017

August 6, 1973

7066-A

RECORDATION NO. _____ Filed & Recorded

AUG 6 1973 -2 50 PM

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

INTERSTATE COMMERCE COMMISSION

Dear Sir:

Herewith for recording pursuant to Section 20c of the Interstate Commerce Act are executed counterparts of an Amendment, dated as of August 1, 1973, between ACF Industries, Incorporated and Mercantile-Safe Deposit and Trust Company, as Agent, which amends an Agreement and Assignment, dated as of April 1, 1973, between ACF Industries, Incorporated and Mercantile-Safe Deposit and Trust Company, as Agent, filed with you on June 15, 1973, at 9:30 a.m., and assigned recordation number 7066.

The addresses of the parties to the above listed document are as follows:

ACF Industries, Incorporated
750 Third Avenue
New York, N. Y. 10017

Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

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I.C.C.
FEE OPERATION B.R.

The railroad equipment covered by this document is set forth in Schedule B to the Conditional Sale Agreement dated

as of April 1, 1973, between ACF Industries, Incorporated and Seaboard Coast Line Railroad Company, to which document the aforesaid Agreement and Assignment is attached and which document bears the same recordation number (7066) as such Agreement and Assignment. Said railroad equipment bears the road numbers of Seaboard Coast Line Railroad Company shown in said Schedule B.

Also enclosed is a check in the amount of \$10 for the required recordation fee.

Please accept for recordation two counterparts of this document, stamp the remaining six counterparts with the appropriate recordation number, and return all six to the delivering messenger, together with your fee receipt, and your letter confirming receipt addressed to

ACF Industries, Incorporated
750 Third Avenue
New York, N. Y. 10017

Attention of Vice President

Very truly yours,


Vice President

Encls.

7066-A
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AUG 6 1973 - 2 55 PM
INTERSTATE COMMERCE COMMISSION

AMENDMENT, dated as of August 1, 1973,
to Agreement and Assignment, dated as of
April 1, 1973 (the "Assignment"), between
ACF Industries, Incorporated (the "Builder")
and Mercantile-Safe Deposit and Trust Company
(the "Assignee").

WHEREAS the Assignment was filed and recorded with
the Interstate Commerce Commission pursuant to Section 20c
of the Interstate Commerce Act on June 15, 1973, at 9:30 a.m.,
and was assigned Recordation No. 7066; and

WHEREAS the Builder and the Assignee wish to amend
the Assignment as hereinafter set forth;

NOW, THEREFORE, in consideration of the mutual agree-
ments herein contained, the parties hereto agree as follows:

Subsection (b) of Section 2 of the Assignment is
hereby amended to read as follows:

"(b) all the right, title and interest of the Builder
in and to the Conditional Sale Agreement (except the right
to construct and deliver the Equipment and the right to
receive the payments specified in the third paragraph of
Article 3 thereof and in subparagraph (a) of the third
paragraph of Article 4 thereof and the last paragraph of
Article 15 thereof and reimbursements for taxes paid or
incurred by the Builder as provided in Article 5 thereof),

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FEE OPERATION BR.

and in and to any and all amounts which may be or become due or owing by the Railroad to the Builder under the Conditional Sale Agreement on account of its indebtedness in respect of the Purchase Price (as defined in the Conditional Sale Agreement) of the Equipment and interest thereon, and in and to any other sums becoming due from the Railroad under the Conditional Sale Agreement, other than those hereinabove excluded; and"

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed all as of the date first above written.

ACF INDUSTRIES, INCORPORATED,

by

W. W. Wilson
Vice President

[CORPORATE SEAL]

Attest:

[Signature]
Assistant Secretary

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY,

by

R. L. Jankowski
Vice President

[CORPORATE SEAL]

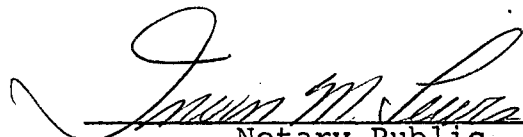
Attest:

T. E. Jones
Authorized Officer

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 1st day of August 1973, before me personally appeared W.W. WILSON, to me personally known, who, being by me duly sworn, says that he is a Vice President of ACF INDUSTRIES, INCORPORATED, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


[NOTARIAL SEAL]


Notary Public
IRWIN M. LEWIS
NOTARY PUBLIC, State of New York
No. 60-234777
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1973

STATE OF MARYLAND)
) ss.:
CITY OF BALTIMORE)

On this 2nd day of August 1973, before me personally appeared R. F. Ziemski, to me personally known, who, being by me duly sworn, says that he is a Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company and that said instrument was signed and sealed on behalf of said Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

[NOTARIAL SEAL]


Notary Public
MY COMMISSION EXPIRES JULY 1, 1974